

**Draft resolutions of the Extraordinary General Shareholders Meeting of PJSC Uralkali on  
09 February 2016 in the form of absentee voting**

**Agenda of the meeting:**

1. Approval of a major interested-party transaction (series of interrelated transactions).
2. Approval of interested-party transactions (series of interrelated transactions).

**ITEM 1: Approval of a major interested-party transaction (series of interrelated transactions).**

**Wording of the resolution:**

To approve a major interested-party transaction (series of interrelated transaction) – Additional agreement to the Loan Agreement between PJSC Uralkali as Borrower and JSC Uralkali-Technologiya as Lender, which was approved by Board of Directors of PJSC Uralkali (Minutes N 310 dated 15 December 2015) for a total amount of US\$151,521,600, including interest on the loan and other payments and fees payable (hereinafter the Loan Agreement) which is related to the following transactions: 1) Sale and Purchase Agreement # 8696/2015 dated 11.08.2015 between PJSC Uralkali and JSC Uralkali-Technologiya, whereby PJSC Uralkali purchased 20 358 852 common shares of JSC Uralkali-Technologiya placed by JSC Uralkali-Technologiya within the framework of an additional share issuance at the price of 7,130 (seven thousand one hundred and thirty rubles) per common share, for a total amount of 145,158,614,760 approved by the resolution of an extraordinary general shareholders meeting of PJSC Uralkali (Minutes N 46 dated 10 August.2015), and 2) a transaction to purchase no more than 31 060 286 common shares of JSC Uralkali-Technologiya for a total amount of up to 220,000,005,738 at the price of 7,083 (seven thousand eighty-three rubles) per share within the framework of an additional share issuance of JSC Uralkali-Technologiya approved by the resolution of an extraordinary general shareholders meeting of PJSC Uralkali (Minutes N 48 dated 10 December 2015), whereby the amount of the loan specified under the Loan Agreement is increased to the amount not exceeding US\$800,000,000, which in the aggregate with the amount of interest accrued on the amount of principal debt over the period of loan disbursement and other payments and fees will not exceed US\$1,035,039,022.

**ITEM 2: Approval of interested-party transactions (series of interrelated transactions).**

**Wording of the resolution:**

1. To approve an interested-party transaction (series of interrelated transactions) – framework loan agreements for a 4-year period 1) between PJSC Uralkali as Lender and JSC Uralkali-Technologiya as Borrower on the following principal terms and conditions: (i) the amount of principal debt equivalent to US\$250,000,000, (ii) the amount of interest accrued on the amount of principal debt over the period of loan disbursement (no more than 10% per annum), and (iii) other payments and fees payable for a total amount of no more than US\$350,000,000, and 2) between PJSC Uralkali as Borrower and JSC Uralkali-Technologiya as Lender on the following principal terms and conditions (i) the amount of principal debt is equivalent to US\$250,000,000, (ii) the amount of interest accrued on the amount of principal debt over the period of loan disbursement (no more than 10% per annum), and (iii) other payments and fees payable for a total amount of no more than US\$350,000,000.
2. To approve an interested-party transaction (series of interrelated transactions) – framework loan agreements for a 4-year period 1) between PJSC Uralkali as Lender and Enterpro Services Limited as Borrower on the following principal terms and conditions: (i) the amount of principal debt equivalent to US\$250,000,000, (ii) the amount of interest accrued on the amount of principal debt over the period of loan disbursement (no more than 10% per annum), and (iii) other payments and fees payable for a total amount of no more than US\$350,000,000, and 2) between PJSC Uralkali as Borrower and Enterpro Services Limited as Lender on the following principal terms and conditions (i) the amount of principal debt is equivalent to US\$250,000,000, (ii) the amount of interest accrued on the amount of principal debt over the period of loan disbursement (no more than 10% per annum), and (iii) other payments and fees payable for a total amount of no more than US\$350,000,000.